

020000013786

NEILL GRIFFIN FOWLER TIERNEY & NEILL

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENEE C. MARQUIS

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (772) 464-8200
FAX (772) 464-2566

July 17, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

5/30

400005651854--7
-05/30/02--01039--009
****125.00 ****125.00

Re: Southern Fresh Farms, L.L.C.

Dear Sir/Madam:

MJH

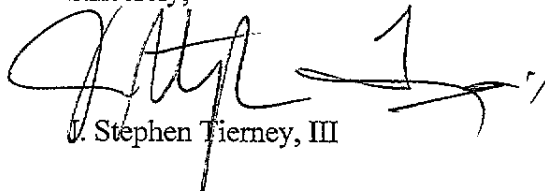
Enclosed are an original and a copy of the Articles of Organization of the above referenced Limited Liability Company. Please file the original, and indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

Articles Of Organization filing fee:	\$100.00
Registered Agent Designation:	25.00
	<u>\$125.00</u>

Thank you for your assistance.

Sincerely,


J. Stephen Tierney, III

FILED
02 MAY 30 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JST/jw
Enclosures

**ARTICLES OF ORGANIZATION
OF
SOUTHERN FRESH FARMS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I-NAME

The name of the limited liability company shall be Southern Fresh Farms L.L.C. ("Company").

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the company shall be 6350 Oslo Road, Vero Beach, Florida 32968.

ARTICLE III-DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Mark Cicarelli, 6350 Oslo Road, Vero Beach, Florida 32968.

ARTICLE V-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI-TERMINATION OF EXISTENCE

The company shall be dissolved on the insanity or incompetence, death, bankruptcy, expulsion, retirement or resignation of a Member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the

02 MAY 20 AM 8:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII-MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these articles or organization. The name and address of the initial manager of the company is:

Mark Ciccarelli, 6350 Oslo Road, Vero Beach, Florida 32968

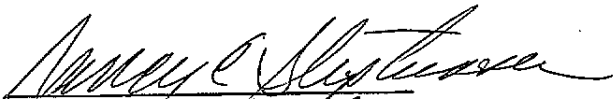
IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization on this 17 day of MAY, 2002.



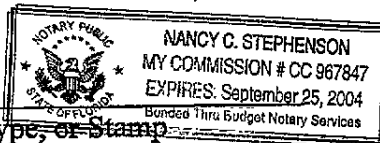
Mark Ciccarelli
Member-Manager

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Sworn to (or affirmed) and subscribed before me this 17 day of MAY, 2002, by Mark Ciccarelli, ✓ who is personally known to me or _____ has produced _____ as identification.



Notary Public--State of FLORIDA



Print, Type, or Stamp
Commissioned Name of Notary
Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Southern Fresh Farms, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



MARK CICCARELLI